

# **CONTINENTAL PETROLEUMS LIMITED**

## **Notice Of 31<sup>st</sup> Annual General Meeting 2016-2017**

**Automotive Oils | Industrial Oils | Grease| Speciality Oils**

## **CORPORATE INFORMATION'S**

### **CONTINENTAL PETROLEUMS LIMITED**

CIN NO.:L23201RJ1986PLC003704

#### **BOARD OF DIRECTORS**

Shri. M.L. Khandelwal	Chairman and Managing Director
Shri. Goverdhan Dass Sethi	Independent Director
Shri. Ram Nath Karol	Independent Director
Shri. Radhika Khandelwal	Non-Executive Director

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

**Mr. BALVINDER SINGH GULERI**

#### **BANKER**

HDFC Bank Ltd.  
Jaipur (Rajasthan)

#### **AUDITORS**

M/s R.P. Khandelwal & Associates  
Chartered Accountants  
Jaipur (Rajasthan)

#### **REGISTRAR & SHARE TRANSFER AGENT**

##### **M/s BEETEL FINANCIAL & COMPUTER SERVICES (P) LTD**

Beetal House, 3rd Floor, 99, Madangir, Behind Local  
Shopping Complex, Near Dada Harsukhadas Mandir,  
New Delhi-1110062 (INDIA)

Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
[beetal@rediffmail.com](mailto:beetal@rediffmail.com)

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#### **REGISTERED OFFICE**

A-2, Opp. Uday Bhawan,  
Tilak Marg, C-Scheme,  
Jaipur-302005 (Rajasthan)  
Email: [conpetco@gmail.com](mailto:conpetco@gmail.com)  
Phone: 0141-222 22 32  
Website: [www.conpetco.com](http://www.conpetco.com)

#### **FACTORY PREMISES**

Plot No. A-166 & F-162-165,  
RIICO Indl. Area,  
Behror-301707 (Rajasthan)  
Phone: 01494-220018

## ***CHAIRMAN'S SPEECH***

Dear Shareholders

I Madan Lal Khandelwal, welcome all of you to the 31<sup>st</sup> Annual General Meeting of “**Continental Petroleums Limited**”. It was indeed a year full of opportunities for our Company and Industry.

In Last financial Year our company has seen a growth in all aspect let it be revenue or profit. We have grown as a Company. Our Company has taken several preemptive I measures at various operational levels to ensure sustainable reduction in the cost of production with increased level of efficiency and output. These measures include cut through in redundant process and procedures, re-examining of strategies and applications. Due to such measures we improved upon the quality of our products at a lower cost and maintain our position in the industry share. We always believe in Right Piece on Right Time.

With our continues efforts, the turnover of our company has decreased by 2.5% in the financial year 2016-2017 as compared to the previous financial year 2015-2016.

Here, I would like to mention that the company is in the process of increasing its revenue and returns by increasing the production through installation of additional Machinery and marketing of products at large level.

I also thank my entire Board for their contribution towards Company's growth and success by providing their intellectual skills.

I personally believe that employees are assets as well as pillars of the Company and without them Company would not have attained such position in the market. I salute their spirit that motivates them to constantly deliver their best and surpass themselves.

Last but not the least I thank all of you for continuing to work with the Company and there by supporting it in all its endeavors. We will try to serve to better than the Best.

With Best Wishes,

**Madan Lal Khandelwal**

Chairman cum Managing Director

DIN: - 00414717

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# **CONTINENTAL PETROLEUMS LIMITED**

**CIN NO.:**L23201RJ1986PLC003704

**Regd Office:** A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 IN

**Phone:** 0141-222 22 32 **Website:** www.conpetco.com

**Email:** conpetco@gmail.com

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## **NOTICE**

**NOTICE** is hereby given that 31<sup>st</sup> Annual General Meeting of the Member of Continental Petroleums Limited will be held on Wednesday, the 27<sup>th</sup> September 2017, at 2:00 P.M. at Registered office of the company, A-2 Opposite Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Board's Report and Auditors Report thereon of the Companies Act, 2013
2. To appoint Director in place of Smt. Radhika Khandelwal (DIN- 00414678) who retires by rotation and being eligible, offers herself for re-appointment.

### **3. Appointment of Auditor:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, **M/s. GOPAL SHARMA & CO.**, Chartered Accountants (Firm Registration NO. 002803C), as Statutory Auditors, be and is hereby appointed as Auditor of the company for a term of 1 (one) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held for financial year ending on 31<sup>st</sup> March 2018, at such remuneration as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to fix the remuneration payable to, **M/s. GOPAL SHARMA & CO.**, (Firm Registration No. 002803C) Statutory Auditors of the Company for the financial year ending on 31<sup>ST</sup> March, 2018.

**RESOLVED FURTHER THAT** The Board Of Directors of the company be and is hereby authorized to sign and file E-Form ADT-1 with concerned Registrar of the Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

**SPECIAL BUSINESS :**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**4. Revision in the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Vikrant Khandelwal (PAN ACBPK4740N) Chief Financial Officer of the Company on the terms and condition including remuneration which is revised from Rs. 7,80,000/- to Rs. 10,80,000/-

**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vikrant Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.”

**5. Revision in the Remuneration of Mr. Navneet Khandelwal, Chief Executive Officer**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Navneet Khandelwal (PAN ACBPK5062D) Chief Executive Officer of the Company on the terms and condition including remuneration which is revised from Rs. 9,00,000/- to Rs. 12,00,000/-

**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Navneet Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.

**By Order of the Board of Directors  
Continental Petroleums Limited  
CIN: L23201RJ1986PLC003704**

**Date:** 30<sup>th</sup> August, 2017

**Place:** Jaipur

**Sd/-  
Balvinder Singh Guleri  
Company Secretary**

**NOTES**

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy need not be a member of the company. pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total value of Share Capital of the Company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.
4. The Register of the members and share transfer books of the Company will remain closed from **21<sup>st</sup> September, 2017 to 27<sup>th</sup> September, 2017** ( both days inclusive).
5. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to **M/s Beetal Financial Services and Computers Pvt. Ltd** (the registrar and transfer Agent) Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi 110062.
6. The shareholders holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address a, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.
7. Pursuant to Section 72 of Companies Act, 2013, shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & share transfer agents of the Company .In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant.
8. Members desirous of obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.
9. The Securities and exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market .Members holding shares in electronic form are, therefore, requested to submit their PAN to depository participants with whom they maintain their accounts. Members holding shares



in physical form have to submit their PAN number to Registrar and Share Transfer Agents of the company.

10. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules, 2015 the Company has fixed **20<sup>th</sup> September 2017** as the cutoff date to determine the eligibility to vote by electronic means or in the general meeting. A person, whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cut-off date, i.e. **20<sup>th</sup> September 2017**, shall be entitled to avail facility of e-voting as well as voting at the general meeting.
11. Members may note that the notice of the Annual General meeting and Annual Report for the year 2016-17 will also be available on the Company website **www.conpetco.com** for their download. The physical copies of the aforesaid documents will also be available for inspection at registered office of the company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive copy of above documents in physical form, upon making a request for the same at free of cost.

## **12. VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **20<sup>th</sup> September 2017**, the cut-off date, the date prior to the closure of commencement of book closure are entitled to vote on the resolutions set out in the notice. The remote e- voting period will commence at **9.00 A.M. on 22<sup>nd</sup> September, 2017 and will end at 5.00 P.M. on 26<sup>th</sup> September, 2017**. The e -voting module shall be disabled by CDSL for voting thereafter. The facility for voting through electronic means system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'insta' poll. The company has appointed Shri Mahendra Prakash Khandelwal, a Practicing Company Secretary to act as scrutinizer to scrutinize the insta poll and remote e- voting process in a fair and transparent manner.

### **The instructions for members for voting electronically are as under:-**

- The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- Click on "Shareholders" tab.
- **Now Enter your user ID**

- ✓ for CDSL: 16digits beneficiary ID
- ✓ for NSDL : 8 character DP ID followed by 8 digit client ID
- ✓ Members holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:  
For members holding shares in demat form and physical form

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha numeric PAN issued by Income Tax department (Applicable for both demat and physical shareholders. Members who have not up dated their PAN with the Company/depository requested to use the first two letters of their name and the 8 digits of sequence number in the PAN field.
<b>DOB</b>	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
<b>Dividend</b>	Enter the dividend bank details as recorded in your demat account or in the company records for the said demat account or folio.
<b>Bank Details</b>	<b>Please Enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in Dividend Bank Details filed as mentioned in instructions</b>

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is